

EXHIBIT 3

DECLARATION OF FITZANN R. REID

SIGMA FUND FORM D

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)

[0001734133](#)

Name of Issuer

[Virgil Sigma Fund, LP](#)

Jurisdiction of
Incorporation/Organization

[CAYMAN ISLANDS](#)

Year of Incorporation/Organization

☐ Over Five Years Ago

☒ Within Last Five Years (Specify Year) [2018](#)

☐ Yet to Be Formed

Previous
Names

☒ None

Entity Type

☐ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☒ Other (Specify)

Cayman Islands exempted limited
partnership

2. Principal Place of Business and Contact Information

Name of Issuer

[Virgil Sigma Fund, LP](#)

Street Address 1

[199 Water Street 34th Floor](#)

Street Address 2

City

[New York](#)

State/Province/Country

[NEW YORK](#)

ZIP/PostalCode

[10038](#)

Phone Number of Issuer

[860-800-2839](#)

3. Related Persons

Last Name

[Virgil Capital LLC](#)

First Name

[N/A](#)

Middle Name

Street Address 1

[c/o Ogier Global \(Cayman\) Limited](#)

Street Address 2

[89 Nexus Way](#)

City

[Camana Bay](#)

State/Province/Country

[CAYMAN ISLANDS](#)

ZIP/PostalCode

[KY1-9009](#)

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

General Partner of the Issuer.

Last Name	First Name	Middle Name
Qin	Stefan	
Street Address 1	Street Address 2	
7 Alphard Pl		
City	State/Province/Country	ZIP/PostalCode
Giralang	AUSTRALIA	ACT 2617
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Managing Member of Virgil Capital LLC and Montgomery Technologies LLC.

Last Name	First Name	Middle Name
Montgomery Technologies LLC	N/A	
Street Address 1	Street Address 2	
199 Water Street	34th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10038
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Investment Manager of the Issuer.

4. Industry Group

<input type="checkbox"/> Agriculture	Health Care	<input type="checkbox"/> Retailing
Banking & Financial Services	<input type="checkbox"/> Biotechnology	<input type="checkbox"/> Restaurants
<input type="checkbox"/> Commercial Banking	<input type="checkbox"/> Health Insurance	Technology
<input type="checkbox"/> Insurance	<input type="checkbox"/> Hospitals & Physicians	<input type="checkbox"/> Computers
<input type="checkbox"/> Investing	<input type="checkbox"/> Pharmaceuticals	<input type="checkbox"/> Telecommunications
<input type="checkbox"/> Investment Banking	<input type="checkbox"/> Other Health Care	<input type="checkbox"/> Other Technology
<input checked="" type="checkbox"/> Pooled Investment Fund	<input type="checkbox"/> Manufacturing	Travel
<input checked="" type="checkbox"/> Hedge Fund	Real Estate	<input type="checkbox"/> Airlines & Airports
<input type="checkbox"/> Private Equity Fund	<input type="checkbox"/> Commercial	<input type="checkbox"/> Lodging & Conventions
<input type="checkbox"/> Venture Capital Fund	<input type="checkbox"/> Construction	<input type="checkbox"/> Tourism & Travel Services
<input type="checkbox"/> Other Investment Fund	<input type="checkbox"/> REITS & Finance	<input type="checkbox"/> Other Travel
Is the issuer registered as an investment company under the Investment Company	<input type="checkbox"/>	—

Act of 1940?

☐ Yes☒ No☐ Residential☐ Other☐ Other Real Estate☐ Other Banking & Financial Services☐ Business Services

Energy

☐ Coal Mining☐ Electric Utilities☐ Energy Conservation☐ Environmental Services☐ Oil & Gas☐ Other Energy**5. Issuer Size**

Revenue Range

OR

Aggregate Net Asset Value Range

☐ No Revenues☐ No Aggregate Net Asset Value☐ \$1 - \$1,000,000☐ \$1 - \$5,000,000☐ \$1,000,001 -
\$5,000,000☐ \$5,000,001 - \$25,000,000☐ \$5,000,001 -
\$25,000,000☐ \$25,000,001 - \$50,000,000☐ \$25,000,001 -
\$100,000,000☐ \$50,000,001 - \$100,000,000☐ Over \$100,000,000☐ Over \$100,000,000☐ Decline to Disclose☒ Decline to Disclose☐ Not Applicable☐ Not Applicable**6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)**☒ Investment Company Act Section 3(c)☐ Rule 504(b)(1) (not (i), (ii) or (iii))☒ Section 3(c)(1)☐ Section 3(c)(9)☐ Rule 504 (b)(1)(i)☐ Section 3(c)(2)☐ Section 3(c)(10)☐ Rule 504 (b)(1)(ii)☐ Section 3(c)(3)☐ Section 3(c)(11)☐ Rule 504 (b)(1)(iii)☐ Section 3(c)(4)☐ Section 3(c)(12)☒ Rule 506(b)☐ Section 3(c)(5)☐ Section 3(c)(13)☐ Rule 506(c)☐ Section 3(c)(6)☐ Section 3(c)(14)☐ Securities Act Section 4(a)(5)

☐

☐

☐

☐ Section 3(c)(7)

7. Type of Filing

☐ New Notice Date of First Sale [2018-03-01](#) ☐ First Sale Yet to Occur
☒ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☒ Yes ☐ No

9. Type(s) of Securities Offered (select all that apply)

<input type="checkbox"/> Equity	<input checked="" type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input checked="" type="checkbox"/> Other (describe) Limited Partnership Interests.

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$[0](#) USD

12. Sales Compensation

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check	<input type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US

individual States



13. Offering and Sales Amounts

Total Offering Amount USD or ☒ Indefinite

Total Amount Sold \$68,000,019 USD

Total Remaining to be Sold USD or ☒ Indefinite

Clarification of Response (if Necessary):

14. Investors

☒ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD ☒ EstimateFinders' Fees \$0 USD ☒ Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD ☒ Estimate

Clarification of Response (if Necessary):

Virgil Capital LLC and certain persons listed in item 3 may receive a management fee based on the value of the issuer's assets and/or a performance fee based on the value of the issuer's profits.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Virgil Sigma Fund, LP	Stefan Qin	Stefan Qin	Managing Member of Virgil Capital LLC	2019-10-16

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.